

**JONES**
CHEMICALS

August 18, 1998

Ms. Patricia Simmons, Remedial Project Manager
Emergency and Remedial Response Division
U.S. Environmental Protection Agency, Region 2
290 Broadway, 20th Floor
New York, New York 10007

RE: Response to Request for Information
LCP Chemicals, Inc. Site, Linden, Union County, New Jersey

Dear Ms. Simmons:

Enclosed please find Jones Chemicals, Inc.'s response to the USEPA's Request for Information dated July 24, 1998 regarding the LCP Chemicals, Inc. Site, Linden, Union County, New Jersey.

To the best of our knowledge and belief, the only business Jones Chemicals, Inc. ever did with LCP Chemicals, Inc. was the purchasing of product from them (i.e., chlorine, sodium hydroxide, sodium hypochlorite, and hydrochloric acid).

Nothing in this letter should be construed as an admission by Jones Chemicals, Inc. that it has any liability in this matter whatsoever. In addition, this response in no way waives any rights to which Jones Chemicals, Inc. may be entitled under law.

Upon completion of your review of our response to your information request, we would appreciate it if you would send us a letter advising that Jones Chemicals, Inc. is not a potentially responsible party at the LCP Chemicals, Inc. site.

If you have any questions or require additional information, please contact me at 716-768-6281.

Very truly yours,

Jones Chemicals, Inc.,

Timothy J. Gaffney
Vice President of Environmental Affairs

TJG:tg

Cc Mr. Muthu Sundram, Esq., Assistant Regional Counsel
Office of Regional Counsel
U. S. Environmental Protection Agency
290 Broadway, 17th Floor
New York, New York 10007

CERTIFICATION OF ANSWERS TO REQUEST FOR INFORMATION

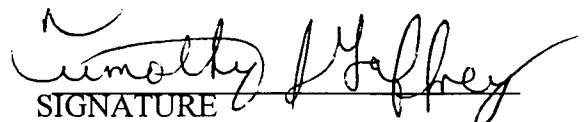
State of New York

County of GENESSEE

I certify under penalty of law that I have personally examined and am familiar with the Information submitted in this document (response to EPA Request for Information) and all documents submitted herewith, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the submitted information is true, accurate, and complete, and that all documents submitted herewith are complete and authentic unless otherwise indicated. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment.

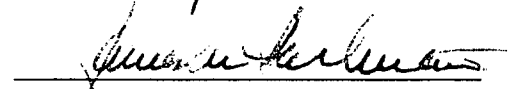
Timothy J. Gaffney
NAME (print or type)

Vice President of Environmental Affairs
TITLE (print or type)


SIGNATURE

Sworn to before me this

18th day of August, 1998



Notary Public

JAMES M. HARTMAN
Notary Public in the State of New York
MONROE COUNTY #1696400
Commission Expires Feb. 28, 192000

Response to Request for Information #1

- a. Jones Chemicals, Inc.
- b. Jeffrey W. Jones
Jones Chemicals, Inc.
80 Munson Street
LeRoy, New York 14482
- c. State of Incorporation: New York

James Hartman, Esq.
General Counsel
Jones Chemicals, Inc.
80 Munson Street
LeRoy, New York 14482
- d. Attachment 1
- e. N/A

Response to Request for Information #2

The following are the EPA Identification Numbers for the Jones Chemicals, Inc. facilities:

Barberton, OH	OHD076901404
Beech Grove, IN	IND006058556
Caledonia, NY	NYD000813428
Charlotte, NC	NCR000002667
Fort Lauderdale, FL	FLD010430999
Jacksonville, FL	FLD004071890
Merrimack, NH	NHD052016540
Milford, VA	VAD070432059
Milpitas, CA	CAD990724858
Riverview, MI	MID002465631
Tacoma, WA	WAD067549196
Torrance, CA	CAD008352205
Warwick, NY	NYD002466415

Response to Request for Information #3

No.

Response to Request for Information #4

Not applicable.

Response to Request for Information #5

Not applicable.

Response to Request for Information #6

Not applicable.

Response to Request for Information #7

Not applicable.

Response to Request for Information #8

Not applicable.

Response to Request for Information #9

Not applicable.

Response to Request for Information #10

Not applicable.

Response to Request for Information #11

Not applicable.

Response to Request for Information #12

Not applicable.

Response to Request for Information #13

Not applicable.

Response to Request for Information #14

Not applicable.

Response to Request for Information #15

Not applicable.

Response to Request for Information #16

None known.

Response to Request for Information #17

None known.

Response to Request for Information #18

Timothy J. Gaffney
Vice President of Environmental Affairs
Jones Chemicals, Inc.
80 Munson Street
LeRoy, New York 14482
716-768-6281

Response to Request for Information #19

Jack Cox
Jones Chemicals, Inc.
Goshen Executive Center
30 Mathews Street
Suite 303
Goshen, New York 10924
914-291-1141

Provided responses for all Requests for Information.

Response to Request for Information #20

The Certification of Answers to Request for Information has been executed.

FILING RECEIPT

=====

ENTITY NAME : JONES CHEMICALS, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)
COUNTY PROCESS

COUNTY: GENE

SERVICE COMPANY : NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE: 27

=====

FILED: 02/10/1995 DURATION: ***** CASH #: 950210000029 FILM #: 950210000024

ADDRESS FOR PROCESS

THE CORPORATION
80 MUNSON STREET
LEROY, NY 14482

REGISTERED AGENT



=====

FILER

HARRIS BEACH & WILCOX
THE GRANITE BUILDING
130 EAST MAIN STREET
ROCHESTER, NY 14604

FEES

FILING : 60.00
TAX : 0.00
CERT : 0.00
COPIES : 10.00
HANDLING: 25.00

95.00

PAYMENTS

CASH : 0.00
CHECK : 0.00
BILLED: 95.00

REFUND: 0.00

95.00

*State of New York } ss:
Department of State }*

I hereby certify that I have compared the annexed copy with the original documents filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

FEB 10 1995

Alexander F. Treadwell

Secretary of State

950210000624

N. I. S.-27

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
JONES CHEMICALS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the president and the secretary of Jones Chemicals, Inc., do hereby certify and set forth:

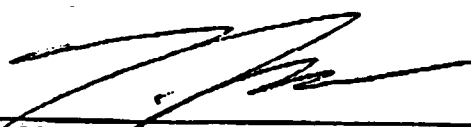
1. The name of the corporation is Jones Chemicals, Inc.
2. The certificate of incorporation of Jones Chemicals, Inc. was filed by the Department of State on the 23rd day of January, 1956.

3. Paragraph FOURTH of the certificate of incorporation of Jones Chemicals, Inc., which sets forth the location of the office of the corporation, is hereby amended to read as follows:

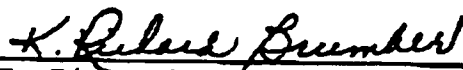
FOURTH: The office of this corporation is to be located in the village and town of LeRoy, County of Genesee, New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him or her is 80 Munson Street, LeRoy, New York 14482.

4. This amendment to the certificate of incorporation of Jones Chemicals, Inc., was authorized, pursuant to Section 803(a) of the Business Corporation Law, by vote of the Board, followed by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of the shareholders.

In witness whereof, the undersigned have subscribed the certificate and hereby affirm it as true under the penalties of perjury this 31st day of January, 1995.



Jeffrey W. Jones
President, Chairman and
Chief Executive Officer



K. Richard Brumber
Secretary

jci\certificate.amd

f 950210000624

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
JONES CHEMICALS, INC.

N. I. S.-27

Under Section 805 of the Business Corporation Law

The undersigned, being the president and the secretary of Jones Chemicals, Inc., do hereby certify and set forth:

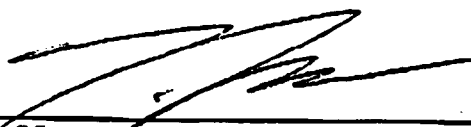
1. The name of the corporation is Jones Chemicals, Inc.
2. The certificate of incorporation of Jones Chemicals, Inc. was filed by the Department of State on the 23rd day of January, 1956.

3. Paragraph FOURTH of the certificate of incorporation of Jones Chemicals, Inc., which sets forth the location of the office of the corporation, is hereby amended to read as follows:

FOURTH: The office of this corporation is to be located in the village and town of LeRoy, County of Genesee, New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him or her is 80 Munson Street, LeRoy, New York 14482.

4. This amendment to the certificate of incorporation of Jones Chemicals, Inc., was authorized, pursuant to Section 803(a) of the Business Corporation Law, by vote of the Board, followed by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of the shareholders.

In witness whereof, the undersigned have subscribed the certificate and hereby affirm it as true under the penalties of perjury this 31st day of January, 1995.



Jeffrey W. Jones
President, Chairman and
Chief Executive Officer



K. Richard Brumber
Secretary

jci\certificate.amd

F380611000543

DC-08

DC-08

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
JONES CHEMICALS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the holder of all outstanding shares of Jones Chemicals, Inc. (the "Corporation"), entitled to vote thereon, in order to amend the Corporation's Certificate of Incorporation, does hereby certify that:

FIRST: The name of the Corporation is Jones Chemicals, Inc.

SECOND: The Certificate of Incorporation was filed by the Department of State of the State of New York on January 23, 1956.

THIRD: The Certificate of Incorporation is hereby amended as authorized by Section 801 of the Business Corporation Law to effect the following amendments:

(a) To amend Paragraph THIRD, relating to the aggregate number of shares which the Corporation has authority to issue, and the designation, relative rights, preferences and limitations of the respective classes of shares, to (1) change and consolidate Class A of the common shares of the Corporation, comprised of 3,000 authorized shares with voting rights, \$1.00 par value per share ("Class A"), and Class B of the common shares of the Corporation, comprised of 30,000 authorized shares without voting rights, \$1.00 par value per share ("Class B"), into a single class of 33,000 common shares with voting rights, \$1.00 par value per share ("Consolidated Common Stock"), (2) convert each issued and outstanding share of Class A and Class B Common Stock into one share of Consolidated Common Stock, (3) to eliminate all authorized, but unissued or redeemed Class A and Class B shares, and (4) to eliminate all authorized preferred shares including those issued and outstanding.

State of New York)
) SS
county of Genesee)

Jeffrey W. Jones, being duly sworn, deposes and says that he is the sole shareholder of Jones Chemicals, Inc. named in the foregoing Certificate of Amendment, that he has read and signed the same, and that the statements contained therein are true.



Shareholder

Sworn to before me this
1st day of June, 1998



Notary Public

JAMES M. HARTMAN
Notary Public in the State of New York
MONROE COUNTY #1696400
Commission Expires Feb. 28, 1999 *2000*

980611000543

CERTIFICATE OF

AMENDMENT

OF

JONES CHEMICALS, INC.

RECEIVED

JUN 5 2 25 PM '98

FILED

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 11 1998

FILED

TAX \$

BY: MMK

Genesee
4

Filed by:

Ruth A. Dennehey
Colby Attorneys Service Co.
41 State Street, Suite 106
Albany, NY 12207

D.C.-08

980611000549

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 15 1998



A handwritten signature in cursive script, appearing to read "J. Laube", followed by a horizontal line.

Special Deputy Secretary of State

Y. S. DEPARTMENT OF STATE
ISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : JONES CHEMICALS, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)
STOCK

COUNTY: GENE

SERVICE COMPANY : COLBY ATTORNEYS SERVICE COMPANY

SERVICE CODE: 08

FILED: 06/11/1998 DURATION: ***** CASH #: 980611000549 FILM #: 980611000549

ADDRESS FOR PROCESS

REGISTERED AGENT

STOCK: 33000 PV



FILER	FEES	111.49	PAYMENTS	111.49
RUTH A. DENNEHEY	FILING :	60.00	CASH :	0.00
COLBY ATTORNEYS SERVICE CO.	TAX :	16.49	CHECK :	0.00
41 STATE STREET, SUITE 106	CERT :	0.00	BILLED:	111.49
ALBANY, NY 12207	COPIES :	10.00		
	HANDLING:	25.00	REFUND:	0.00

3-1025 (11/89)



803401

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION OF
JONES CHEMICALS, INC.

(Under Section 805 of the Business Corporation Law)

The undersigned, being the holder of all of the outstanding shares of Jones Chemicals, Inc. entitled to vote thereon, hereby certifies that:

1. The name of the Corporation is Jones Chemicals, Inc.

2. The Certificate of its Incorporation was filed by the Department of State on January 23, 1956.

3. The Certificate of Incorporation, as heretofore amended by Certificate of Amendment filed in the Department of State on December 27, 1967, is further amended to increase the number of class B shares of the par value of \$1.00 each, which Class B shares are not entitled to vote, from 10,000 Class B shares of the par value of \$1.00 each (non-voting) to 30,000 Class B shares of the par value of \$1.00 each (non-voting).

4. Subparagraph (a) of paragraph Third of the Certificate of Incorporation, as heretofore amended, which contains the statements with respect to authorized shares, is hereby further amended to read as follows:

(a) The total number of shares which the Corporation to be authorized to issue is 35,500 shares, consisting of 2,500 preferred shares of the par value of \$100.00 each, 3,000 Class A shares of the par value of \$1.00 per share and 30,000 Class B shares of the par value of \$1.00 per share.

5. The foregoing amendment of the Certificate of Incorporation was authorized by the unanimous written consent of the holders of all of the outstanding shares of the Corporation entitled to vote on the aforesaid amendment of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto signed this Certificate this 15th day of December, 1969.

John W. Jones Sr.
John W. Jones, Sr., Shareholder

STATE OF NEW YORK)
COUNTY OF MONROE) SS.:
CITY OF ROCHESTER)

John W. Jones, Sr., being duly sworn, deposes and says that he is the shareholder of Jones Chemicals, Inc. named in the foregoing Certificate of Amendment, that he has read and signed the same, and that the statements contained therein are true.

John W. Jones Sr.
John W. Jones, Sr., Shareholder

Sworn to before me this

15th day of December, 1969.

K. Richard Brumber
Notary Public, K. Richard Brumber
Genesee County
My Commission expires March 30, 1970.

803401-3

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCOR-
PORATION OF JONES
CHEMICALS, INC.

(Under Section 805 of the
Business Corporation Law)

Dated: *✓* December *18* 1969.

RUBIN, LEVEY & BATTAGLIA
ATTORNEYS AT LAW
SUITE 404 - 44 EXCHANGE STREET
ROCHESTER, NEW YORK 14614.

3743
1/23/56

Caledonia

Livingston County

2500 shs PV \$108

13,000 PV \$1

12/22
1

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 29 1969
TOLSON FEE \$3.30

John P. Long
Secretary of State

BY *MB*
26 Livingston

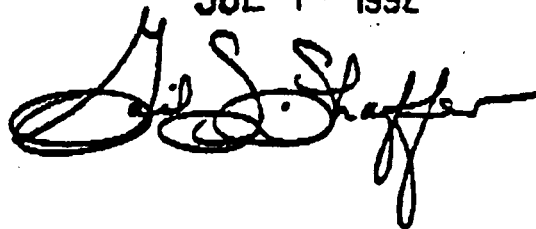
**State of New York
Department of State }**

044097

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 1 - 1992

A handwritten signature in dark ink, appearing to read "J. S. Shaffer", with a long horizontal flourish extending to the right.

Secretary of State

Certificate of Change of

F901015000330

under Section 603-A of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(a) The name of the corporation is Jones Chemicals, Inc.

and the corporation was formed under the (said) name Jones Chemicals, Inc.

(b) The certificate of incorporation was filed by the department of state on the 23rd day of January 19 56 .

(c) The certificate of incorporation is changed:
* to specify or change the location of the corporation's office to



* to specify or change the post office address to which the secretary of state shall mail a copy of any process against the corporation served upon him to

80 Munson Street, Lakoy, NY 14482

* to make, revoke or change the designation of the registered agent of the corporation or to specify or change the address of the registered agent of the corporation as follows:

The change of the certificate of incorporation was approved by or pursuant to authorization of the board of directors

IN WITNESS WHEREOF, this certificate has been executed this 5th day of October 1990 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

Type name

Vito Pricola

Capacity in which signed

Sr. Exec. Vice Pres./CFO

K. Richard Brumber

Corporate Secretary

• See SEC 2326 as to who may sign.

F901015000 330

Certificate of Change

AS TO

JONES CHEMICALS, INC.

under Section 605-A of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1990

EX-5

BY:

PEM

LIVI. Co.

Filed by: Steven E. Davis
Jones Chemicals, Inc.

Office and Post Office Address

50 Madison Street
Lynch, NY 14852

**State of New York }
Department of State } SS:**

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

JONES CHEMICALS, INC.

the certificate of incorporation of which corporation was filed **January 23, 1956, fixing the duration**
as perpetual,

I further certify that I find the following amendments;

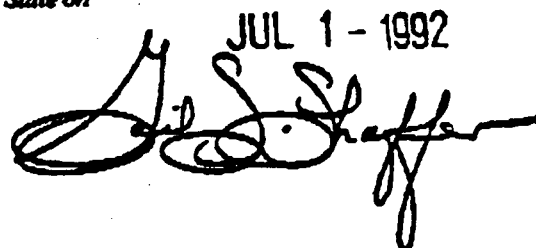
Certificate of Amendment of
Certificate of Incorporation
Filed December 27, 1967
Certificate of Amendment of
Certificate of Incorporation
Filed December 23, 1969
Certificate of Change
Filed October 15, 1990

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

044094

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 1 - 1992


Secretary of State

CERTIFICATE OF INCORPORATION

OF

JONES CHEMICALS, INC.

Pursuant to Article Two of the Stock Corporation Law

WE, THE UNDERSIGNED, for the purpose of forming a stock corporation pursuant to the provisions of Article Two of the Stock Corporation Law of the State of New York, DO HEREBY CERTIFY as follows:

FIRST: The name of the corporation shall be JONES CHEMICALS, INC.

SECOND: The purposes for which it is to be formed are:

To process, refine, treat, extract, produce, manufacture, store, purchase or otherwise acquire, deal in, sell, distribute, transport, handle, market and otherwise turn to account or dispose of, either in their natural form or any altered, converted or manufactured form, chemicals and chemical compositions of any form, state, mixture, nature or description whatsoever, including, without limiting the generality of the foregoing, soda, salt, caustic soda, ash, ammonia, chlorine, bicarbonate of soda, superphosphate, sulphuric acid, mixed fertilizer, ammonium sulphate, ammonium phosphate, phosphoric acid, ethylene glycol, sulphur, ethylene oxide, polyethylene and other organic chemicals, and all mixtures, derivatives, products or by-products of such chemicals.

To process, refine, treat, extract, produce, manufacture, store, purchase or otherwise acquire, deal in, sell, distribute, transport, handle, market and otherwise turn to account or dispose of, either in their natural form or any altered, converted or manufactured form, gas, oil and other hydrocarbons, and compositions thereof, of any form, state, mixture, nature or description whatsoever, including, without limiting the generality of the foregoing, ethane, methane, butane, propane, gasoline and kerosene, and all mixtures, derivatives, products or by-products of such hydrocarbons.

To process, refine, treat, extract, produce, manufacture, store, purchase or otherwise acquire, deal in, sell, distribute, transport, handle, market and otherwise turn to account or dispose of steel, iron, brass, copper, silver, nickel and other metals and metal products, plastics and plastic products, wood and wooden products, paper and paper products, and stone and stone products.

3-143-1

- 2 -

To construct, build, hire, purchase or otherwise acquire or hold, and to establish, maintain, lease and operate equipment, machinery, houses, stations, buildings, refineries, laboratories, warehouses, factories and all other property or structures suitable or useful in connection with any of the purposes herein set forth.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to hold, receive, own, guarantee, assign, sell, transfer, exchange, pledge, mortgage or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, warrants, scrip, bonds, rights, notes, debentures, trust receipts, and other securities, obligations, claims in action and evidences of indebtedness or interest issued or created by any corporations, syndicates, joint stock companies, firms, associations, trusts or persons, public or private, or by the Government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the protection, preservation, improvement and enhancement in value thereof.

To borrow or raise moneys and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, drafts, bonds, warrants, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, or by assignment of the corporation's interest in moneys due or to become due or owing to or to be owing to the corporation, or otherwise to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, convey, sell or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

- 3 -

To conduct and carry on any experimental and research work.

To purchase, manufacture or otherwise acquire, own, invest in, pledge, mortgage, sell, assign and transfer, import, export, forward, ship or otherwise dispose of, trade and deal in and deal with goods, wares and merchandise and real and personal property of every class and description, and to carry on a general business of buying, selling and distributing said wares, goods, merchandise and real and personal property; to act as agent, factor or otherwise for any person, firm, corporation, association or other organization in connection with the purchase or sale of any wares, goods, merchandise, materials or other personal property; to act as factor, broker, agent, representative or attorney-in-fact for any person, firm, corporation, trustee, association or other organization for any and every lawful purpose.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of New York upon corporations formed under the Stock Corporation Law; to do any and all things and exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the Stock Corporation Law, or of any other law that might now or hereafter be applicable to the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.

THIRD: (a) The total number of shares that may be issued is Five Thousand (5,000) shares of common stock, all of which are to be without par value.

(b) The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the Corporation for the issuance of shares

- 4 -

without par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Each stockholder of record shall be entitled at all meetings of the Corporation and in any other matters requiring a vote, to one vote for each share of stock standing in his name upon the books of the Corporation.

FOURTH: The office of the Corporation shall be located in the Town of Caledonia, County of Livingston, New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation, which may be served upon him, is Caledonia, New York.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The number of directors shall be five. The directors need not be stockholders.

SEVENTH: The names and the post-office addresses of the directors, until the first annual meeting of the stockholders, are:

<u>Names</u>	<u>Post-Office Addresses</u>
J. W. Jones, Sr.	44 East Avenue, Caledonia, N. Y.
Robert B. Jones	Park Place, Caledonia, N. Y.
David Jones	44 East Avenue, Caledonia, N. Y.
Vito Pricola	551 Ellicott St., Batavia, N. Y.
H. E. McCarthy	8 Iroquois Rd., Caledonia, N. Y.

EIGHTH: The names and post-office addresses of each subscriber of this Certificate of Incorporation and a statement of the number of shares which each agrees to take in the Corporation are as follows:

<u>Names</u>	<u>Post-Office Addresses</u>	<u>No. of Shares</u>
J. W. Jones, Sr.	44 East Avenue, Caledonia, N. Y.	1,000
Helen Lucille Jones	44 East Avenue, Caledonia, N. Y.	1
H. E. McCarthy	8 Iroquois Rd., Caledonia, N. Y.	1

- 5 -

NINTH: All of the subscribers of this Certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TENTH: The following provisions are inserted for the regulation and conduct of the affairs of the Corporation and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the powers conferred by statute.

(a) The Corporation may issue and sell its shares without par value for such consideration as, from time to time, may be fixed by the Board of Directors.

(b) The Secretary of State is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

(c) The meetings of the stockholders and directors of the Corporation for all purposes may be held at places in the State of New York other than the principal office of the Corporation as herein designated, and meetings of the directors may be held outside of the State of New York at such place or places as may from time to time be designated in the by-laws or by resolution of the Board of Directors.

IN WITNESS WHEREOF, we have made and subscribed this Certificate in triplicate, this 6th day of December, 1955.

John Jones Sr

Helen Annelle Jones

H. E. M. Barty

1743-5

- 6 -

STATE OF NEW YORK)
COUNTY OF LIVINGSTON) ss.:

On this 14th day of January, Nineteen Hundred and Fifty-six, before me, the subscriber, personally appeared J. W. Jones, Sr., Helen Lucille Jones, and H. E. McCarthy to me personally known and known to me to be the same persons described in and who executed the within Certificate of Incorporation, and they duly and severally acknowledged to me that they executed the same.

[Signature]

Notary Public

[Signature]
James W. Jones, Jr.
March 30, 1957

Washington D.C.
CERTIFICATE OF INCORPORATION

OF

JONES CHEMICALS, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 23 1956

TAX \$ 250-

FILING FEE \$ 40-

Conrad B. Dwyer

Secretary of State

[Signature]

Dated: December 6, 1955

AUSTIN W. ERWIN
AUSTIN W. ERWIN, JR.
ATTORNEYS AND COUNSELLORS AT LAW
GENESEE, NEW YORK

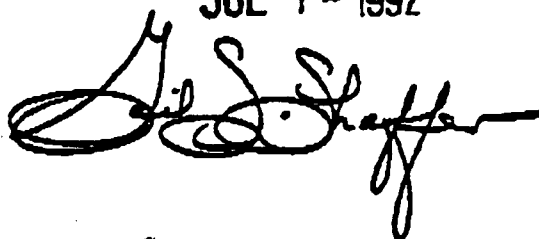
State of New York
Department of State

044096

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 1 - 1992



Secretary of State

AUG-25-1933 12:00 JONES CHEMICALS P.002

CERTIFICATE OF INCORPORATION

OF

JONES CHEMICALS, INC.

Pursuant to Article Two of the Stock Corporation Law

WE, THE UNDERSIGNED, for the purpose of forming a stock corporation pursuant to the provisions of Article Two of the Stock Corporation Law of the State of New York, DO HEREBY CERTIFY as follows:

FIRST: The name of the corporation shall be JONES CHEMICALS, INC.

SECOND: The purposes for which it is to be formed are:

To process, refine, treat, extract, produce, manufacture, store, purchase or otherwise acquire, deal in, sell, distribute, transport, handle, market and otherwise turn to account or dispose of, either in their natural form or any altered, converted or manufactured form, chemicals and chemical compositions of any form, state, mixture, nature or description whatsoever, including, without limiting the generality of the foregoing, soda, salt, caustic soda, ash, ammonia, chlorine, bicarbonate of soda, superphosphate, sulphuric acid, mixed fertilizer, ammonium sulphate, ammonium phosphate, phosphoric acid, ethylene glycol, sulphur, ethylene oxide, polyethylene and other organic chemicals, and all mixtures, derivatives, products or by-products of such chemicals.

To process, refine, treat, extract, produce, manufacture, store, purchase or otherwise acquire, deal in, sell, distribute, transport, handle, market and otherwise turn to account or dispose of, either in their natural form or any altered, converted or manufactured form, gas, oil and other hydrocarbons, and compositions thereof, of any form, state, mixture, nature or description whatsoever, including, without limiting the

- 2 -

generality of the foregoing, ethane, methane, butane, propane, gasoline and kerosene, and all mixtures, derivatives, products or by-products of such hydrocarbons.

To process, refine, treat, extract, produce, manufacture, store, purchase or otherwise acquire, deal in, sell, distribute, transport, handle, market and otherwise turn to account or dispose of steel, iron, brass, copper, silver, nickel and other metals and metal products, plastics and plastic products, wood and wooden products, paper and paper products, and stone and stone products.

To construct, build, hire, purchase or otherwise acquire hold, and to establish, maintain, lease and operate equipment, machinery, houses, stations, buildings, refineries, laboratories, warehouses, factories and all other property or structures suitable or useful in connection with any of the purposes herein set forth.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to hold, receive, own, guarantee, assign, sell, transfer, exchange, pledge, mortgage or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, warrants, scrip, bonds, rights, notes, debentures, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, syndicates, joint stock companies, firms, associations, trusts or persons, public or private, or by the Government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the protection, preservation, improvement and enhancement in value thereof.

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To borrow or raise moneys and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, drafts, bonds, warrants, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, or by assignment of the corporation's interest in moneys due or to become due or owing to or to be owing to the corporation, or otherwise to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, convey, sell or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

To conduct and carry on any experimental and research work.

To purchase, manufacture or otherwise acquire, own, invest in, pledge, mortgage, sell, assign and transfer, import, export, forward, ship or otherwise dispose of, trade and deal in and deal with goods, wares and merchandise and real and personal property of every class and description, and to carry on a general business of buying, selling and distributing said wares, goods, merchandise and real and personal property; to act as agent, factor or otherwise for any person, firm, corporation, association or other organization in connection with the purchase or sale of any wares, goods, merchandise, materials, or other personal property; to act as factor, broker, agent, representative or attorney-in-fact for any person, firm, corporation, trustee, association or other organization for any and every lawful purpose.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to enter into, make and perform contracts of

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every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conveyed by the laws of New York upon corporations formed under the Stock Corporation Law; to do any and all things and exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the Stock Corporation Law, or of any other law that might now or hereafter be applicable to the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.

THIRD: (a) The total number of shares that may be issued is Five Thousand (5,000) shares of common stock, all of which are to be without par value.

(b) The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the Corporation for the issuance of shares without par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Each stockholder of record shall be entitled at all meetings of the Corporation and in any other matters requiring a vote, to one vote for each share of stock standing in his name upon the books of the Corporation.

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FOURTH: The office of the Corporation shall be located in the Town of Caledonia, County of Livingston, New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation, which may be served upon him, is Caledonia, New York.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The number of directors shall be five. The directors need not be stockholders.

SEVENTH: The names and the post-office addresses of the directors, until the first annual meeting of the stockholders, are:

<u>Names</u>	<u>Post-Office Addresses</u>
J. W. Jones, Sr.	44 East Avenue, Caledonia, N. Y.
Robert B. Jones	Park Place, Caledonia, N. Y.
David Jones	44 East Avenue, Caledonia, N. Y.
Vito Pricola	551 Ellicott St., Batavia, N. Y.
H. E. McCarthy	8 Iroquois Rd., Caledonia, N. Y.

EIGHTH: The names and post-office addresses of each subscriber of this Certificate of Incorporation and a statement of the number of shares which each agrees to take in the Corporation are as follows:

<u>Names</u>	<u>Post Office Addresses</u>	<u>No. of Shares</u>
J. W. Jones, Sr.	44 East Avenue, Caledonia, N. Y.	4,000
Helen Lucille Jones	44 East Avenue, Caledonia, N. Y.	1
H. E. McCarthy	8 Iroquois Rd., Caledonia, N. Y.	1

- 6 -

NINTH: All of the subscribers of this Certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TENTH: The following provisions are inserted for the regulation and conduct of the affairs of the Corporation and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the powers conferred by statute.

(a) The Corporation may issue and sell its shares without par value for such consideration as, from time to time, may be fixed by the Board of Directors.

(b) The Secretary of State is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

(c) The meetings of the stockholders and directors of the Corporation for all purposes may be held at places in the State of New York other than the principal office of the Corporation as herein designated, and meetings of the directors may be held outside of the State of New York at such place or places as may from time to time be designated in the by-laws or by resolution of the Board of Directors.

IN WITNESS WHEREOF, we have made and subscribed this Certificate in triplicate, this 6th day of December, 1955.

- 7 -

J. W. Jones, Sr.Helen Lucille JonesH. E. McCarthy

STATE OF NEW YORK)
)ss.:
COUNTY OF LIVINGSTON)

On this 14th day of January, Nineteen Hundred and Fifty-six, before me, the subscriber, personally appeared J. W. Jones, Sr., Helen Lucille Jones, and H. E. McCarthy to me personally known and known to me to be the same persons described in and who executed the within Certificate of Incorporation, and they duly and severally acknowledged to me that they executed the same.

Austin W. ErwinNotary Public



803401

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION OF
JONES CHEMICALS, INC.


(Under Section 805 of the Business Corporation Law)

The undersigned, being the holder of all of the outstanding shares of Jones Chemicals, Inc. entitled to vote thereon, hereby certifies that:

1. The name of the Corporation is Jones Chemicals, Inc.
2. The Certificate of its Incorporation was filed by the Department of State on January 23, 1956.
3. The Certificate of Incorporation, as heretofore amended by Certificate of Amendment filed in the Department of State on December 27, 1967, is further amended to increase the number of class B shares of the par value of \$1.00 each, which Class B shares are not entitled to vote, from 10,000 Class B shares of the par value of \$1.00 each (non-voting) to 30,000 Class B shares of the par value of \$1.00 each (non-voting).
4. Subparagraph (a) of paragraph Third of the Certificate of Incorporation, as heretofore amended, which contains the statements with respect to authorized shares, is hereby further amended to read as follows:
 - (a) The total number of shares which the Corporation to be authorized to issue is 35,500 shares, consisting of:
 - 2,500 preferred shares of the par value of \$100.00 each,
 - 3,000 Class A shares of the par value of \$1.00 per share,
 - and 30,000 Class B shares of the par value of \$1.00 per share.

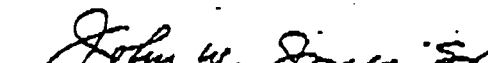
5. The foregoing amendment of the Certificate of Incorporation was authorized by the unanimous written consent of the holders of all of the outstanding shares of the Corporation entitled to vote on the aforesaid amendment of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto signed this Certificate this 15th day of December, 1969.


John W. Jones, Sr., Shareholder

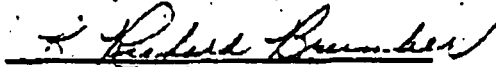
STATE OF NEW YORK)
COUNTY OF MONROE) SS.:
CITY OF ROCHESTER)

John W. Jones, Sr., being duly sworn, deposes and says that he is the shareholder of Jones Chemicals, Inc. named in the foregoing Certificate of Amendment, that he has read and signed the same, and that the statements contained therein are true.


John W. Jones, Sr., Shareholder

Sworn to before me this

15th day of December, 1969.


Notary Public, K. Richard Brumber
Genesee County
My Commission expires March 30, 1970.

803401-3

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCOR-
PORATION OF JONES
CHEMICALS, INC.

(Under Section 805 of the
Business Corporation Law)

Dated: December 15, 1969.

RUBIN, LEVEY & BATTAGLIA
ATTORNEYS AT LAW
SUITE 404 - 44 EXCHANGE STREET
ROCHESTER, NEW YORK 14614.

1/23/56 3243

Caledonia

Livingston County

2500 shs PV \$108

13,000 PV \$11

12/22

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 29 1969
TAKING FEE \$3.30

John P. Emery
Secretary of State

BY 26 Livingston

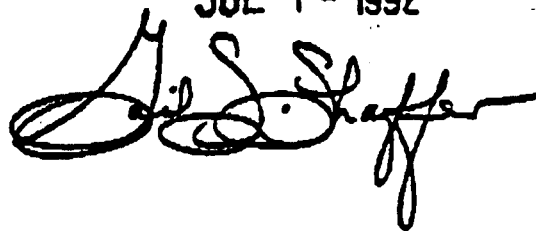
State of New York }
Department of State }

044097

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 1 - 1992

A handwritten signature in dark ink, appearing to read "William S. Shafer". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Secretary of State